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SEC Potential persons who are to respond to the collection of information

1972 contained in this form are not required to respond unless the form displays a

(6-02) currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

> Estimated average burden PROCESSED rs per response... 1



One Shanty Creek Road

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

S.	SEC USE ONLY										
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OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

UNIFORM LIMITI	ED OFFERING EXEN	IPTION	DATEREC	EIVED							
Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Shanty Creek Resort & Club, LLC Offering of Convertible Securities											
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u> [] <u>Rule </u>	505 [X] <u>Rule 506</u>	[] Section 4(6)	[jULOE							
Type of Filing: [X] New Filing [] Amendment	nudlis she neker waxaan ka Kuur oo saana ka saanaa saanaa ka saanaa ka saanaa ka saanaa ka saanaa ka saanaa ka	anticologico en 10 centro canto que con mitiración formación (Mercano Mercano Mercano).	o zapaniten en u sterioren en e							
A. BASIC IDENTIFICATION DAT	Α										
1. Enter the information requested	l about the issuer	ай обосновной продости до оборно в досто в дос	менные денные на положно задгарования на почена на над на над не на на над на на На на	enter-un general (generalis) Y consumer (heup commissiones) es							
Name of Issuer ([] check if this is Shanty Creek Resort & Club, LL		e has changed, an	d indicate change	e.)							
Address of Executive Offices	(Number and Street, City	State, Zip Code)	Telephone	e Number							

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Number (Including Area Code) " different from Eventilive Offices)

Bellaire, MI 49615

Telephone

(Including Area Code) 231-533-7093

Brief Description of Busin Resort and recreation se			Consideration of the section of the	mulacajan in proprior and companient and an experience of the comp	Province and Superior and Authorities and Auth		
Type of Business Organiz	ation	gy y parl add gael a n Cadh Gog gairth All Cu _i n paraith gaega	encontescente de la cercitat con conte	o, qualitativa, populariano, promoningua qualitativa qua quanti con contra e regional de relativa qua este est	4994gggggggggggggggggggggggggggggggggg		
[] corporation	[] limited partnership, a	lready fo	rmed	[X] other (ple	ease specify):		
[] business trust	[] limited partnership, to	[] limited partnership, to be formed					
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Actual or Estimated Date	of Incorporation or Organization:	[12]	[03]	[X] Actual	[] Estimated		
Jurisdiction of Incorporation	on or Organization: (Enter two-let CN for Canada; F				on for State: [M] [I]		
GENERAL INSTRUCTIO	NS	erincau, augusto <u>maa repeditaga egrocopaa an</u>	***************************************	CONTRACTOR	<u>para-majarathapparatentings on an emagas outrous paper a last perfoliques</u>		

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under <u>Regulation</u> <u>D</u> or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of,
 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[X] Promoter [X] B	eneficial Owner] Executive Officer	Director [X]	General and/or Managing Partner
Full Name (Last nam LaVanway, Thomas		nting seams arthurus/accumum cultural trap and continue unercontinue	nt (177-austrius) Augustion (Augustion (Affrica) (Affrica) (Affrica) (Argustion (Affrica) (Argustion (Affrica)		
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Full Name (Last nam	e first, if individual)	general and general and an analysis and an ana	Ad Proportion (1966), a secondal con a civil distinguism falling per civiling and continue per civil a segment continue per civil and con	ri Pago shifti in gagani king yanna ilimaga ana ku sana kana kana ana ana ana ana ana ana an	de 14 de 2010 (13 de 2010 20 de 2
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Desired or Posidence Address (Number and Street, City, State, Zip Code)

Name	Name of Associated Broker or Dealer												
States	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
(Check "All States" or check individual States) [] All States													
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Na	Full Name (Last name first, if individual)												
Busine	ess or R	esidenc	e Addre	ss (Nun	nber and	Street, (City, Sta	te, Zip Co	ode)	ALABORE SOCIOLO SERVICE DE SOCIETA	<u> </u>	HELIANOPAR REGIONALISMENTO PRESIDENTALISMENT	
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States	in Whic	ch Perso	n Listed	Has So	olicited o	r Intends	to Solic	it Purcha	sers				
(Chec	k "All	States"	or chec	k indiv	idual St	ates)		[]	All Sta	tes			
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC] [F	L] [GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA] [M	[1]	MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND] [O	H] [H	OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	M] [AW]	√] [/	∕VI]	[WY]	[PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES A	AND USE OF PRO	CEEDS
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [X] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	rhain thugail this de na mailtean an am ann an mailteann an an thugailteann an a	u 1967 mill för i fölknin till denna havegrenninken havegrentiske upvikt
Type of Security Debt Equity	Aggregate Offering Price \$ \$	Amount Aiready Sold \$ \$
[_] Common [_] Preferred Convertible Securities (including warrants) Partnership Interests	\$ <u>9,000,000</u> \$	\$_9,000,000 \$\$
Other (Specify). Total	\$ 9,000,000	\$ 9,000,000
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u> , indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or 'zero."		
Accredited Investors	Number Investors	Aggregate Dollar Amount of Purchases \$ 600,000
Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE.	0	\$ <u>0</u> \$ <u>600,000</u>
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. N/A		
Type of offering Rule 505	Type of Security	Dollar Amount Sold \$
Regulation A		\$\$
Rule 504		- ^φ \$
		\$\$
Total		- ^Ψ

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]\$
Printing and Engraving Costs	[]\$
Legal Fees	[X]\$ 50,000
Accounting Fees	[]\$
Engineering Fees	[]\$
Sales Commissions (specify finders' fees separately)	[]\$
Other Expenses (identify)	[]\$
Other Expenses (identify)	[]\$
Total	[X]\$ <u>50,000</u>

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$8,950,000

Payments to

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

0	Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[]\$	
Purchase of real estate		[]\$
Purchase, rental or leasing and installation of machinery and equipment		[]\$
Construction or leasing of plant buildings and facilities	[]\$	[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer		
pursuant to a merger)	[]\$	
Repayment of indebtedness	[]\$	[] 1,579,200
Working capital	[]\$	[X] <u>\$3,120,800</u>
Other (specify): Capital Improvements	[]\$	[X] <u>\$1,800,000</u>
Other (specify): Deferred Maintenance Projects, Programmed Events, and Development and Marketing of Resort	[]\$	[X] <u>\$2,450,000</u>
Total Payments Listed (column totals added)	[X] \$_	<u>8,950,000</u>

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	_	_		-	_	43			nı	Ω	 	_	_

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature Date
Shanty Creek Resort & Club, LLC	Thous to lane se
Name of Signer (Print or Type)	Title of Signer (Print or Type)
Thomas L. LaVanway	Member
gander gestion et aus journalisation, authrite solvies in direction of reason es au mobilisation distribution direction on au rice simulifies the indi-	ATTENTION
Intentional misstatements or om	issions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)
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1. Is any party described in 17 CFR 23 provisions of such rule?	30.262 presently subject to any of the disqualification Yes
•	pendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

	_	
Thomas L. LaVanway	Member	
Name of Signer (Print or Type)	Title (Print or Type)	
		44
Issuer (Print or Type)	Signature \(\tag{ }	Date

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

	Intend to no accrecinvesto Sta	to sell on- dited ors in te	Type of security and aggregate offering price offered in state (Part C-Item 1)	ar	Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No.
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